

THE COMPANIES ACT 2006 ("the Act")

PRIVATE COMPANY LIMITED BY GUARANTEE

THE WHITE HORSE FEDERATION ("the Company")

13 July 2018 ("the Circulation Date")

SATURDAY



A23 *A7C31NC0* 11/08/2018 #109 COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Act, the directors of the Company propose that the following resolution is passed as a special resolution ("the Resolution"):

SPECIAL RESOLUTION

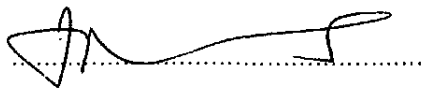
THAT, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with effect from the date of completion of the proposed transfer of the following academies into The White Horse Federation:

- Bowerhill Primary School
- Forest and Sandridge Church of England Primary School
- Melksham Oak Community School
- Seend Church of England VA Primary School
- Shaw Church of England Voluntary Controlled Primary School
- St George's Church of England Primary School, Semington
- St Mary's Broughton Gifford Voluntary Controlled Church of England Primary School
- The Manor CofE VC Primary School

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

I, the undersigned, being a member entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution:

Signed 

Name DR FIONA HANNAKS

Date 14 July 2018

THE COMPANIES ACT 2006 ("the Act")

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THE WHITE HORSE FEDERATION ("the Company")

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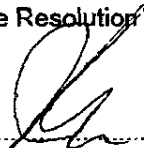
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AGREEMENT

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I, the undersigned, being a member entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution:

Signed


.....

Name

..... IAN COOKE

Date

..... 15/07/2018



Company No: 08075785

THE COMPANIES ACT 2006 ("the Act")

PRIVATE COMPANY LIMITED BY GUARANTEE

THE WHITE HORSE FEDERATION ("the Company")

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AGREEMENT

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I, the undersigned, being a member entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution:

Signed

Name SIMON MCMURTRIE

Date 15/7/18

A23 11/08/2018 #108
COMPANIES HOUSE

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand: delivering the signed copy to Lorna Haydon, Company Secretary, at the Company's Registered Office address at The White Horse Federation, Plymouth Street, Swindon, Wiltshire, SN1 2LB.

Post: returning the signed copy by post to Lorna Haydon, Company Secretary, at the Company's Registered Office address at The White Horse Federation, Plymouth Street, Swindon, Wiltshire, SN1 2LB.

By Email: by attaching a scanned copy of the signed document to an e-mail and sending it to lhaydon@twhf.org.uk Please enter "Articles of Association Written Resolution" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.



Department
for Education

Articles of Association

THE WHITE HORSE FEDERATION

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

For use by mainstream, special, 16-19, alternative provision, free and studio schools

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THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE WHITE HORSE FEDERATION

COMPANY NUMBER: 08075785

(adopted by Special Resolution and coming into effect on 1 August 2018)

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE WHITE HORSE FEDERATION

INTERPRETATION

1. In these Articles:-
 - a. Not used;
 - b. "the Academies" means all the schools and educational institutions referred to in Articles 4a and 4b and operated by the Academy Trust (and "Academy" shall mean any one of those schools or educational institutions);
 - c. "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year;
 - d. "the Academy Trust" means the company intended to be regulated by these Articles and referred to in Article 2;
 - e. "Area of Benefit" means any city, town, village or locality where an Academy is located;
 - f. "the Articles" means these Articles of Association of the Academy Trust;
 - g. "Chair" means the chair of the Trustees elected pursuant to Article 82 or 85;
 - h. "Chief Executive Officer" means such person as may be appointed by the Trustees as the Chief Executive Officer of the Academy Trust;
 - i. Not used;
 - j. "Church of England Academies" means all the schools falling within Article 4a(ii) and operated by the Academy Trust (and "Church of England Academy" shall mean any one of those schools);

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- k. “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
- l. “Clerk” means the clerk to the Trustees or any other person appointed to perform the duties of the clerk to the Trustees, including a joint, assistant or deputy clerk;
- m. “Diocese” means the Church of England diocese in which a Church of England Academy is situated;
- n. “Diocesan Board of Education” means that body constituted under the Diocesan Boards of Education Measure 1991 for the relevant Diocese and any successor body;
- o. “Diocesan Director of Education” means the chief officer of the relevant Diocesan Board of Education;
- p. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- q. Not used
- r. Not used
- s. “LGB Chairs” means the chairs of the Local Governing Bodies;
- t. “Local Authority Associated Person” means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Academy Trust is influenced;
- u. “Local Governing Bodies” means the committees appointed pursuant to Articles 100-101A and 104 (and “Local Governing Body” means any one of these committees);
- v. “Member” means a member of the Academy Trust and someone who as such is bound by the undertaking contained in Article 8;

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- w. "the Memorandum" means the Memorandum of Association of the Academy Trust;
- x. "Office" means the registered office of the Academy Trust;
- y. "Parent Local Governor" means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- z. "Parent Trustees" means the Trustees elected or appointed pursuant to Articles 53 – 56 inclusive;
- aa. "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers);
- bb. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- cc. "Relevant Funding Agreements" means the agreement or agreements entered into by the Academy Trust and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;
- dd. "Reserved Teacher" has the same meaning given to the term "reserved teacher" in section 58(2) of the School Standards and Framework Act 1998 namely a teacher who is (i) selected for their fitness and competence to give religious education as is required in accordance with arrangements under paragraph 3(3) of Schedule 19 to that Act (arrangements for religious education in accordance with the Object and the school's trust deed); and (ii) is specifically appointed to do so;
- ee. "the seal" means the common seal of the Academy Trust if it has one;
- ff. "Secretary of State" means the Secretary of State for Education or successor;
- gg. "Site Trustees" means those trustees holding the site of any of the Church of England Academies and providing it to the Academy Trust for use and occupation by the relevant Academy;

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- hh. "Special Educational Needs" has the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014;
 - ii. Not used;
 - jj. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide their services as a teacher at one or more Academies;
 - kk. "The Salisbury Diocesan Board of Education" means that private company limited by guarantee and registered in England and Wales with company number 00464306;
 - ll. "the Trustees" means the directors of the Academy Trust (and "Trustee" means any one of those directors), subject to the definition of this term at Article 6.9 (e) in relation to Articles 6.2-6.9
 - mm. "the United Kingdom" means Great Britain and Northern Ireland;
 - nn. "Vice-Chair" means the vice-chair of the Trustees elected pursuant to Article 82 or 85;
 - oo. words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;
 - pp. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
 - qq. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
2. The company's name is **The White Horse Federation** (and in this document it is called "**the Academy Trust**").
 3. The Academy Trust's registered office is to be situated in England and Wales.

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OBJECTS

4. The Academy Trust's objects ("**the Objects**") are specifically restricted to the following:
 - a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("**the mainstream Academies**") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("**the alternative provision Academies**") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("**the 16 to 19 Academies**") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("**the Special Academies**") and which shall include:
 - i. Academies other than those designated Church of England, whether with or without a designated religious character; and
 - ii. Academies designated as Church of England academies which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice and following any directives issued by the relevant Diocesan Board of Education,but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England;
 - b. to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by

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reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants;

- c. to provide in each Area of Benefit childcare facilities and adult training to develop the capacity and skills of parents-to-be and parents with children primarily but not exclusively under five in such a way that they are better able to identify and help meet the needs of children.

5. In furtherance of the Objects but not further or otherwise the Academy Trust may exercise the following powers:

- a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Academy Trust;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Academy Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- c. to acquire, alter, improve and (subject to such consents as may be required by law or as may be required from the relevant Site Trustees as landlords/licensors where this is the case) to charge or otherwise dispose of property;
- d. subject to Articles 6.6-6.8 below to employ such staff, as are necessary for the proper pursuit of the Objects (including the maintenance of an effective Church of England ethos in relation to Church of England Academies) and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;

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- f. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- g. to pay out of funds of the Academy Trust the costs, charges and expenses of and incidental to the formation and registration of the Academy Trust;
- h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Trustees;
- i. to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and former students, and otherwise to encourage and assist the educational attainment of pupils and students and former pupils and former students;
- j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. subject to such consents as may be required from any Site Trustees or otherwise required by law and/or by any contract entered into by or on behalf of the Academy Trust, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Academy Trust may think fit;
- m. to deposit or invest any funds of the Academy Trust not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for

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- diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - i. the investment policy is set down in writing for the financial expert by the Trustees;
 - ii. every transaction is reported promptly to the Trustees;
 - iii. the performance of the investments is reviewed regularly with the Trustees;
 - iv. the Trustees are entitled to cancel the delegation arrangement at any time;
 - v. the investment policy and the delegation arrangement are reviewed at least once a year;
 - vi. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - vii. the financial expert must not do anything outside the powers of the Trustees;
 - o. to arrange for investments or other property of the Academy Trust to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;
 - p. to provide indemnity arrangements to Trustees and the members of any Local Governing Bodies (to the extent appropriate) in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

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- q. not used;
- r. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy Trust; and
- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

6.1 The income and property of the Academy Trust shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Academy Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. Nonetheless a Member who is not also a Trustee may:

- a. benefit as a beneficiary of the Academy Trust;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Academy Trust;
- c. be paid rent for premises let by the Member if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Academy Trust at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Trustees, or 0.5%, whichever is the higher.

6.2A. The Trustees may only rely upon the authority provided by Article 6.2 to allow a benefit to a Member if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances;
- b. the Trustees are satisfied that it is in the interests of the Academy Trust to contract with that Member rather than with someone who is not a Member. In reaching that decision the Trustees must balance the advantage of contracting with a Member against the disadvantages of doing so; and

ACADEMY ARTICLES OF ASSOCIATION MODEL ONE

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- c. the reason for their decision is recorded by the Trustees in the minute book.
- 6.3 A Trustee may benefit from any indemnity arrangement purchased at the Academy Trust's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Academy Trust: provided that any such arrangement shall not extend to: (i) any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard to whether it was a breach of trust or breach of duty or not; and (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees (or any of them) in their capacity as directors of the Academy Trust. Further, this Article does not authorise a Trustee to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.
- 6.4 A public company, which has shares listed on a recognised stock exchange and of which any one Trustee holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Academy Trust.
- 6.5 A Trustee may at the discretion of the Trustees be reimbursed from the property of the Academy Trust for reasonable expenses properly incurred by them when acting on behalf of the Academy Trust, but excluding expenses in connection with foreign travel.
- 6.6 No Trustee may:
- a. buy any goods or services from the Academy Trust;
 - b. sell goods, services, or any interest in land to the Academy Trust;
 - c. be employed by, or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent they are a Trustee, whose employment and/or remuneration is subject to the procedure and

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conditions in Article 6.8); or

- d. receive any other financial benefit from the Academy Trust;

unless:

- i. the payment is permitted by Article 6.7 and the Trustees follow the procedure and observe the conditions set out in Article 6.8; or
- ii. the Trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Trustee may:

- a. receive a benefit from the Academy Trust in the capacity of a beneficiary of the Academy Trust;
- b. be employed by the Academy Trust or enter into a contract for the supply of goods or services to the Academy Trust, other than for acting as a Trustee;
- c. receive interest on money lent to the Academy Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher; and
- d. receive rent for premises let by the Trustee to the Academy Trust if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Academy Trust and its Trustees may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances;
- b. the Trustee is absent from the part of any meeting at which there is discussion of:
 - i. their employment, remuneration, or any matter concerning the contract, payment or benefit; or

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- ii. their performance in the employment, or their performance of the contract; or
 - iii. any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted under Article 6.7; or
 - iv. any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7;
- c. the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
 - d. save in relation to employing or contracting with the Chief Executive Officer (to the extent they are a Trustee), the other Trustees are satisfied that it is in the interests of the Academy Trust to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing or contracting with a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest);
 - e. the reason for their decision is recorded by the Trustees in the minute book; and
 - f. a majority of the Trustees then in office have received no such payments or benefit.

6.8A The provision in Article 6.6 (c) that no Trustee may be employed by or receive any remuneration from the Academy Trust (other than the Chief Executive Officer to the extent they are a Trustee) does not apply to an employee of the Academy Trust who is subsequently elected or appointed as a Trustee save that this Article shall only allow such a Trustee to receive remuneration or benefit from the Academy Trust in their capacity as an employee of the Academy Trust and provided that the procedure as set out in Articles 6.8(b) and 6.8 (c) is followed.

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6.9 In Articles 6.2-6.8A:

- a. “company” shall include any company in which the Academy Trust:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more directors to the board of the company;
- b. “Trustee” shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as their partner;
- c. the employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
 - i. a partner;
 - ii. an employee;
 - iii. a consultant;
 - iv. a director;
 - v. a member; or
 - vi. a shareholder, unless the shares of the company are that of a public company which are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

7. The liability of the Members is limited.

8. Every Member undertakes to contribute such amount as may be required (not exceeding £10) to the Academy Trust’s assets if it should be wound up while they are a Member or within one year after they cease to be a Member, for payment of the Academy Trust’s debts and liabilities before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

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9. If the Academy Trust is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Academy Trust by Article 6 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. No alteration or addition shall be made to or in the provision of the Memorandum and/or Articles without the written consent of The Salisbury Diocesan Board of Education and the Site Trustees.
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Academy Trust would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Academy Trust would cease to be a charity.

MEMBERS

12. The Members shall comprise:
 - a. the individuals who are Members on the date these Articles are adopted;
 - b. The Salisbury Diocesan Board of Education acting in its corporate capacity;
and
 - c. any person appointed under Articles 15A and/or 15B,provided that at any time the minimum number of Members shall not be less than three.
- 12A. An employee of the Academy Trust cannot be a Member.
13. Not used
14. Not used

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15. Membership will terminate automatically if:
 - a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
 - b. a Member (who is an individual) dies or becomes incapable by reason of illness or injury of managing and administering their own affairs; or
 - c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.
- 15A. The Members may, with the written consent of the Salisbury Diocesan Board of Education, if three-quarters of their number or more agree in writing to, appoint such additional Members as they think fit.
- 15B. Upon the resignation or removal of any Member (including a signatory to the Memorandum) other than the Salisbury Diocesan Board of Education, or on the appointment of any Member under Article 15A, the Members shall appoint (by majority vote in writing) a new Member if required to ensure that the number of Members appointed to represent the interest of the Church of England shall not fall below 50% of the total number of Members.
16. The Members may agree by passing a special resolution to remove any Member(s) save that this provision shall not apply to The Salisbury Diocesan Board of Education. The Member(s) whose proposed removal is/are the subject of the written resolution shall not be entitled to vote on that resolution.
- 16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Academy Trust to contravene its Objects.
17. Every person nominated to be a Member shall sign a written consent to become a Member and sign the register of Members on becoming a Member.
18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Academy Trust of a notice in writing signed by the persons

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entitled to remove them under Article 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. Not used.
20. The Trustees may call General Meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a General Meeting in accordance with that Act. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any Member may call a General Meeting.

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.
- 21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Trustees and auditors.
22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

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24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chair and such election shall be binding on all Members and Trustees present at the meeting.
26. Not used.
27. A Trustee shall, notwithstanding that they are not a Member, be entitled to attend and speak at any General Meeting.
28. The chair may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
 - a. by the chair; or
 - b. by at least two Members having the right to vote at the meeting; or
 - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chair that a resolution has

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been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
32. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. A poll demanded on the election of the chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.
35. A resolution in writing agreed by such number of Members as required if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

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VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
37. Not used.
38. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by them to the Academy Trust have been paid.
39. No objections shall be raised to the qualification of any person to vote at any General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

“I/We,, of, being a Member/Members of the above named Academy Trust, hereby appoint of, or in their absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the general meeting of the Academy Trust to be held on20[], and at any adjournment thereof.

Signed on 20[]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

“I/We,, of, being a Member/Members of the above named Academy Trust, hereby appoint of, or in their absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the

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general meeting of the Academy Trust, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20[]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Trustees may:
- be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Clerk or to any Trustee,
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of

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a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Academy Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member.

TRUSTEES

45. The number of Trustees shall be not less than three and not more than twelve.
46. Subject to Articles 45, 48-49 and 53, the Academy Trust shall have the following Trustees:
- a. up to 6 Trustees, appointed under Article 50;
 - b. up to 6 Trustees, appointed under Article 50AA;
 - c. a minimum of 2 Parent Trustees elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A;
 - d. the Chief Executive Officer, if they agree and are appointed by the Members under Article 57; and
 - e. up to one Trustee, appointed under Article 51.
47. Subject to Article 50AAA, the Academy Trust may also have any Co-opted Trustees appointed under Article 58.

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48. The first Trustees shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Trustees shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Trustee to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF TRUSTEES

50. Subject to Article 50AAA, the Members may appoint by a majority vote in writing up to 6 Trustees.

50AAA. The total number of Trustees appointed under Articles 50, 51, 53-56, 57 and 58 shall not exceed 6 at any time.

50AA. The Salisbury Diocesan Board of Education may appoint up to 6 Trustees.

50A. Not used

50B. The total number of Trustees including the Chief Executive Officer if they so choose to act as a Trustee under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Trustees.

51. The LGB Chairs may elect, through such process as they may determine, one of their number to be a Trustee.

52. Not used.

PARENT TRUSTEES

53. In circumstances where the Trustees have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100a or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Trustees and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

54. Parent Trustees and Parent Local Governors shall be elected or, if the number of

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parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Trustees from time to time). The elected or appointed Parent Trustees must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies at the time when they are elected or appointed. The elected (or, if the number of parents or individuals exercising parental responsibility standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when they are elected or appointed.

- 54AA In the case of 16-19 Academies, references to ‘a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies’ in Article 54 shall be deemed to be references to ‘a parent or an individual exercising parental responsibility of, a registered student at that 16-19 Academy’ or, in circumstances where no parent, or an individual exercising parental responsibility, of a registered student at the 16-19 Academy is willing or able to act as a Parent Trustee or a Parent Local Governor, references to ‘a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies’ shall be deemed to be references to ‘a parent, or an individual exercising parental responsibility, of a child of above compulsory school age but not above the age of 19.
- 54A. If the number of parents standing for election is less than or equal to the number of vacancies no election shall be necessary and the Trustees shall appoint the parents standing for election as Parent Trustees or Parent Local Governors. The number of Parent Trustees and Parent Local Governors required shall be made up by Parent Trustees and Parent Local Governors appointed by the Trustees if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies.
55. The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Trustees or Parent Local Governors,

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including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered pupil at one of the Academies. Any election of the Parent Trustees or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. In appointing a Parent Trustee or Parent Local Governor the Trustees shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at an Academy as described in Articles 54 and 54AA; or where the Trustees are exercising their power to appoint a Parent Trustee or Parent Local Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, as described in Articles 54 and 54AA, then the Trustees may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

CHIEF EXECUTIVE OFFICER

57. Providing that the Chief Executive Officer agrees so to act, the Members may by majority vote appoint the Chief Executive Officer as a Trustee.

CO-OPTED TRUSTEES

58. The Trustees may, with the consent of The Salisbury Diocesan Board of Education, appoint up to 2 Co-opted Trustees for such term (not exceeding four years) and otherwise upon such conditions as they shall think fit. A 'Co-opted Trustee' means a person who is appointed to be a Trustee by being co-opted by Trustees who have not themselves been so appointed. The Trustees may not co-opt an employee of the Academy Trust as a Co-opted Trustee if thereby the number of Trustees who are employees of the Academy Trust would exceed one third of the total number of Trustees, including the Chief Executive Officer to the extent they are a Trustee.

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59 – 63. Not used.

TERM OF OFFICE

64. The term of office for any Trustee (other than Co-opted Trustees under Article 58) shall be four years, save that this time limit shall not apply to any post which is held ex officio. Subject to remaining eligible to be a particular type of Trustee, any Trustee may be re-appointed or re-elected in accordance with these Articles.

RESIGNATION AND REMOVAL

65. A Trustee shall cease to hold office if they resign their office by notice to the Academy Trust (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).
66. A Trustee shall cease to hold office if they are removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.
- 66A. Co-opted Trustees appointed in accordance with Article 58 may be removed by resolution of the Trustees, provided that no Co-opted Trustee may vote on their removal or the removal of another Co-opted Trustee.
67. Where a Trustee resigns their office or is removed from office, the Trustee or, where they are removed from office, those removing them, shall give written notice thereof to the Clerk.

SUSPENSION

- 67A. The board of Trustees may by resolution passed at a meeting of the Trustees suspend a Trustee for all or any meetings of the Academy Trust, or of a committee, for a fixed period of up to 6 months where the Trustee has acted in a way that is inconsistent with the professional ethos of the board of Trustees (which shall include a failure to undertake training appropriate to their role, whether or not directed to do so by the board of Trustees) and has brought or is likely to bring the Academy Trust, any of its Academies or the office of the Trustee into disrepute.
- 67B. A resolution to suspend a Trustee from office does not have effect unless the

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matter is specified as an item of business on the agenda for the meeting and, if such Trustee was appointed under Article 50AA, The Salisbury Diocesan Board of Education is given at least seven clear days' notice of the meeting and the resolution.

- 67C. Before a vote is taken on a resolution to suspend a Trustee, the Trustee proposing the resolution must at the meeting state the reasons for doing so. In addition the Trustee who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting, and if such Trustee was appointed under Article 50AA a representative of The Salisbury Diocesan Board of Education must also be given the opportunity to make a statement.
- 67D. Nothing in Articles 67A-C may be read as affecting the right of a Trustee who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the board of Trustees during the period of their suspension.
- 67E. A Trustee may not be disqualified from continuing to hold office for failure to attend any meeting of the board of Trustees under Article 70 while suspended under Article 67A.

DISQUALIFICATION OF TRUSTEES

68. No person shall be qualified to be a Trustee unless they are aged 18 or over at the date of their election or appointment. No current pupil or current student of any of the Academies shall be a Trustee.
69. A Trustee shall cease to hold office if they become incapable by reason of illness or injury of managing or administering their own affairs.
70. A Trustee shall cease to hold office if they are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that their office be vacated.
71. A person shall be disqualified from holding or continuing to hold office as a Trustee if -
- a. they have been declared bankrupt and/or their estate has been seized from

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their possession for the benefit of their creditors and the declaration or seizure has not been discharged, annulled or reduced; or

b. they are the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Trustee at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
73. A Trustee shall cease to hold office if they cease to be a Trustee by virtue of any provision in the Companies Act 2006, is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or is otherwise found to be unsuitable by the Secretary of State under the provisions of the Relevant Funding Agreements.
74. A person shall be disqualified from holding or continuing to hold office as a Trustee if they have been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.
75. Not used.
76. Not used.
77. A person shall be disqualified from holding or continuing to hold office as a Trustee where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
78. After the first Academy has opened, a person shall be disqualified from holding or

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continuing to hold office as a Trustee if they have not provided to the Chair a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Trustee; and they are, or are proposed, to become such a Trustee, they shall upon becoming so disqualified give written notice of that fact to the Clerk.
80. Articles 68 to 74, Articles 77 to 79 and Articles 97 to 98 also apply to any member of any committee or delegate of the Trustees, including a Local Governing Body, who is not a Trustee.

CLERK TO THE TRUSTEES

81. The Clerk shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Trustee, or the Chief Executive Officer. Notwithstanding this Article, the Trustees may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk may, but need not be, the appointed company secretary of the Academy Trust.

CHAIR AND VICE-CHAIR OF THE TRUSTEES

82. The Trustees shall each school year elect a Chair and a Vice-Chair from among their number. A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair.
83. Subject to Article 84, the Chair or Vice-Chair shall hold office as such until their successor has been elected in accordance with Article 85.

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84. The Chair or Vice-Chair may at any time resign their office by giving notice in writing to the Clerk. The Chair or Vice-Chair shall cease to hold office if:
- a. they cease to be a Trustee;
 - b. they are employed by the Academy Trust;
 - c. they are removed from office in accordance with these Articles; or
 - d. in the case of the Vice-Chair, they are elected in accordance with these Articles to fill a vacancy in the office of Chair.
85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of Chair or Vice-Chair, the Trustees shall at their next meeting elect one of their number to fill that vacancy.
86. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.
- 87-89. Not used.
90. The Trustees may remove the Chair or Vice-Chair from office in accordance with these Articles.
91. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Trustees shall not have effect unless:
- a. it is confirmed by a resolution passed at a second meeting of the Trustees held not less than fourteen days after the first meeting; and
 - b. the matter of the Chair's or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings.
92. Before the Trustees resolve at the relevant meeting on whether to confirm the resolution to remove the Chair or Vice-Chair from office, the Trustee or Trustees proposing their removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

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POWERS OF TRUSTEES

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:
- a. to expend the funds of the Academy Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Academy Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
 - b. to enter into contracts on behalf of the Academy Trust.
95. In the exercise of their powers and functions, the Trustees may consider any advice given by the Chief Executive Officer, to the extent they are not a Trustee, and any other executive officer.
96. Any bank account in which any money of the Academy Trust is deposited shall be operated by the Trustees in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Trustees.

CONFLICTS OF INTEREST

97. Any Trustee who has or can have any direct or indirect duty or personal interest

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(including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Trustee has a **Personal Financial Interest** in the employment or remuneration of, or the provision of any other benefit to, that Trustee as permitted by and as defined by Articles 6.5-6.8A.

THE MINUTES

99. The minutes of the proceedings of a meeting of the Trustees shall be drawn up *and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting*; and shall be signed (subject to the approval of the Trustees) at the same or next subsequent meeting by the person acting as Chair thereof.

COMMITTEES

100. Subject to these Articles, the Trustees:
- a. may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and
 - b. may establish any other committee.
101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing

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Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

101A. The Trustees shall ensure that any Local Governing Body shall include at least 2 Parent Local Governors.

101B. The Trustees shall ensure that for any Local Governing Body constituted in respect of any Church of England Academy:

- a. the Diocesan Board of Education for that Church of England Academy shall be entitled to appoint:
 - i. in the case of a former voluntary controlled school 25% of its members; and
 - ii. in the case of a former voluntary aided school a majority of its members;
- b. all its members shall sign an undertaking to the Diocesan Board of Education for that Church of England Academy to uphold the designated religious character of the said Church of England Academy.

102. The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of a Scheme of Delegation. A Scheme of Delegation to be put in place for a Church of England Academy shall be in a form approved by the Diocesan Board of Education for that Church of England Academy acting reasonably.

103. Not used.

104. The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Trustees from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Trustees.

DELEGATION

105. The Trustees may delegate any of their powers or functions (including the power

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to sub-delegate) to any Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Trustees may impose, and may be revoked or altered.

- 105A. A Trustee, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Trustees is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered by the Trustees.
106. Where any power or function of the Trustees has been exercised by any committee (including any Local Governing Body), any Trustee, the Chief Executive Officer or any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER AND PRINCIPALS

107. The Trustees shall appoint the Chief Executive Officer. In relation to such appointment, the Trustees shall consult The Salisbury Diocesan Board of Education and shall have regard to the Objects and shall appoint a Chief Executive Officer having regard to that person's ability and fitness to uphold the Objects.
- 107A The Trustees shall appoint the Principal of each Academy. In respect of the appointment of the Principal at each of the Church of England Academies, the Trustees shall do so only with the agreement of the relevant Diocesan Director of

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Education and shall make use of any relevant powers under section 124AA of the School Standards and Framework Act 1998 or under the Relevant Funding Agreement in respect of those Church of England Academies.

107B In respect of each of the Church of England Academies the Trustees shall determine at the time of the appointment of each Principal whether that Principal is to be a Reserved Teacher.

107C The Trustees may delegate such powers and functions as they consider are required by the Chief Executive Officer and the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies).

107D In appointing staff to the Church of England Academies other than the Principal, the Trustees will have regard where relevant to the powers provided to them under the Relevant Funding Agreement in respect of each Church of England Academy (being powers equivalent to the powers of governing bodies of Voluntary Controlled schools as set out in sections 58 to 60 of the School Standards and Framework Act 1998):

- a. so as to ensure that at least two Reserved Teachers (although the Principal may be one of the two) are appointed in each of the Church of England Academies; and
- b. having regard to any entitlement under the Relevant Funding Agreement to appoint up to one fifth of teaching staff as Reserved Teachers in each of the Church of England Academies.

107E In appointing staff to those Church of England Academies which were formerly voluntary aided schools the Trustees will have regard where relevant to their powers under section 124A of the School Standards and Framework Act 1998 or to the powers provided to them under the relevant supplemental funding agreement in respect of such Church of England Academy and to their power where relevant to declare an occupational requirement in accordance with the

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Equality Act 2010 for non-teaching appointments where they believe this to be justified.

MEETINGS OF THE TRUSTEES

108. Subject to these Articles, the Trustees may regulate their proceedings as they think fit.
109. The Trustees shall hold at least three meetings in every school year. Meetings of the Trustees shall be convened by the Clerk. In exercising their functions under this Article the Clerk shall comply with any direction:
- a. given by the Trustees; or
 - b. given by the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Trustees, so far as such direction is not inconsistent with any direction given as mentioned in (a).
110. Any three Trustees may, by notice in writing given to the Clerk, requisition a meeting of the Trustees; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
111. Each Trustee shall be given at least seven clear days before the date of a meeting:
- a. notice in writing thereof, signed by the Clerk, and sent to each Trustee at the address provided by each Trustee from time to time; and
 - b. a copy of the agenda for the meeting;
- provided that where the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.
112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the

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meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Trustees shall not be proposed at a meeting of the Trustees unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
114. A meeting of the Trustees shall be terminated forthwith if:
 - a. the Trustees so resolve; or
 - b. the number of Trustees present ceases to constitute a quorum for a meeting of the Trustees in accordance with Article 117, subject to Article 119 .
115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
116. Where the Trustees resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trustees shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
117. Subject to Article 119, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
118. The Trustees may act notwithstanding any vacancies in their number, but, if the numbers of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General

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Meeting.

119. The quorum for the purposes of:

- a. any vote on the removal of a Trustee in accordance with Article 66; and
- b. any vote on the removal of the chair of the Trustees in accordance with Article 90;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees present at the meeting and entitled to vote on those respective matters.

120. Subject to these Articles, every question to be decided at a meeting of the Trustees shall be determined by a majority of the votes of the Trustees present and voting on the question. Every Trustee shall have one vote.

121. Subject to Articles 117-119, where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote they may have.

122. The proceedings of the Trustees shall not be invalidated by:

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Trustee.

123. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

124. Subject to Article 125, the Trustees shall ensure that a copy of:

- a. the agenda for every meeting of the Trustees;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as Chair;
- c. the signed minutes of every such meeting; and

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d. any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
- b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
- c. any matter which, by reason of its nature, the Trustees are satisfied should remain confidential.

126. Any Trustee shall be able to participate in meetings of the Trustees by telephone or video conference provided that:

- a. they have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- b. the Trustees have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

127. The Trustees may from time to time appoint any person whether or not a Member to be a patron of the Academy Trust or to hold any honorary office and may determine for what period they are to hold such office.

THE SEAL

128. The seal, if any, shall only be used by the authority of the Trustees or of a

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committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Clerk or by a second Trustee.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the "**Statement of Recommended Practice**") as if the Academy Trust was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL REPORT

130. The Trustees shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

131. The Trustees shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "address" in relation to

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electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Academy Trust to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Trust by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Academy Trust an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Academy Trust.
134. A Member present, either in person or by proxy, at any meeting of the Academy Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 and Article 6.3 every Trustee or other officer or auditor of the Academy Trust shall be indemnified out of the assets of the Academy Trust against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default,

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breach of duty or breach of trust in relation to the affairs of the Academy Trust.

RULES

137. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a. the setting aside of the whole or any part or parts of the Academy Trust's premises at any particular time or times or for any particular purpose or purposes;
 - b. the procedure at General Meetings and meetings of the Trustees and committees of the Trustees and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and
 - c. generally, all such matters as are commonly the subject matter of company rules.
138. The Academy Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members all such rules or bye laws, which shall be binding on all Members. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

AVOIDING INFLUENCED COMPANY STATUS

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in general meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.
140. No person who is a Local Authority Associated Person may be appointed or elected as a Trustee if, once the appointment or election had taken effect, the number of Trustees who are Local Authority Associated Persons would represent

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20% or more of the total number of Trustees. Upon any resolution put to the Trustees, the maximum aggregate number of votes exercisable by any Trustees who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Trustees on such a resolution and the votes of the other Trustees having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Trustee unless their appointment or election to such office is authorised by the local authority to which they are associated.
142. If at the time of either them becoming a Member or their first appointment or election to office as a Trustee any Member or Trustee was not a Local Authority Associated Person but later becomes so during their membership or tenure as a Trustee they shall be deemed to have immediately resigned their membership and/or resigned from their office as a Trustee as the case may be.
143. If at any time the number of Trustees or Members who are also Local Authority Associated Persons would (but for Articles 139 to 142 inclusive) represent 20% or more of the total number of Trustees or Members (as the case may be) then a sufficient number of the Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Trustees or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Trustees or Members (as the case may be) is never equal to or greater than 20% of the total number of Trustees or Members (as the case may be). Trustees or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.
144. The Members will each notify the Academy Trust and each other if at any time they believe that the Academy Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).